



## Amendment Revision Coalition of Homeowners

### Why is there a Need for the ARCH?

The Padre Island Property Owner's Association (PIPOA) was founded in 1974. At that time, Bylaws were created that outlined how our Association was to be managed. And, most importantly, specified that any future changes to the Bylaws must be approved by a vote of the Members. These Bylaws, with only a few minor changes, governed our Association for 39 years.

In 2013, the PIPOA Board voted a secret Bylaw change. This change allowed the Board to modify our Bylaws, without seeking any Member approval. The result being that the Board is no longer required to involve the Membership in any way. The change allows 4 Board Members to make decisions that impact 5300 Homeowners. Decisions that can impact our Community and more importantly, You and your Home.

The PIPOA Homeowners were never given legal notice. The Board never signed the amendments. The Board never filed the amendments with Nueces County (as required by state law). The fact that they were amended, and the details of the amendments, were never shared with the 5300 Homeowners and remained a secret until they were discovered during the 2017 Spring elections.

### What the ARCH is proposing?

The ARCH is proposing two simple amendments to our Bylaws. The first amendment returns control of our Bylaws to a majority vote of the Homeowners. The second amendment prohibits the Board from throwing one of our elected Board members off the board for political purposes (having observed evidence of this starting to happen).

We seek to return Bylaw amending rights to the Homeowners and only the Homeowners – just as it was for the first 39 years.

### How can you Support the ARCH?

Visit us at [www.PadrelislandARCH.com](http://www.PadrelislandARCH.com) to learn about the process. Read the amendments and take a position. Download and submit a Ballot, enabling us to call a Special Member Meeting so all 5300 Homeowners can vote on these important rights. Talk with your friends and neighbors. Contact us and give us your feedback.

Find out more at [www.PadrelislandARCH.com](http://www.PadrelislandARCH.com).



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## Proposition 1

Providing for the following amendment to said Bylaws Section 7 as follows:

The last sentence of Bylaw Section 7, which now states: "These bylaws (sic.) additionally may be amended at any regular or special meeting of the Board of Directors, after notice of such meeting has been provided to the membership in the manner provided in these Bylaws,"

is hereby deleted and stricken and the following sentence is added as the last sentence of Section 7:

"The PIPOA Board is hereby forbidden to amend or repeal this Bylaw or to adopt any other PIPOA Bylaw to the same or similar effect. The PIPOA Bylaws may not be amended, repealed, adopted, or otherwise effected by the PIPOA Board, all such power being herewith reserved unto the Voting Members, and only the Voting Members."

### *Explanation*

By the deletion of the last sentence will prevent the POPOA Board, on its own, without the Voting Members, from changing the governing rules adopted by the Voting members and thereby thwarting the will of the Voting Members. While this will make amendments more difficult, it will preserve the democratic process and prevent the PIPOA Board from changing the rules against the will of the property owners.

## Proposition 2

Providing for the following amendment to said Bylaws Section 2.03 as follows:

The first sentence of Said Bylaws Section 2.03, which now states: "Any director may be removed with or without cause by the unanimous vote of the remaining members of the Board (excluding the director to be removed).,"

is hereby deleted and stricken, and the following is substituted:

"Any director may be removed for cause by the unanimous vote of the remaining members of the Board (excluding the director to be removed), the term "cause" being hereby defined as the conviction of a felony or a misdemeanor involving moral turpitude, or the failure to attend more than four (4) Board meetings, absent illness or force majeure. The PIPOA Board is hereby forbidden to amend or repeal Bylaw or to adopt any other PIPOA Bylaw to the same or similar effect. All power to amend or repeal this Bylaw or to adopt any similar Bylaw is herewith reserved unto the Voting Members, and only the Voting Members."

### *Explanation*

Proposition 2 will prevent incumbent Board of Directors from removing a duly elected Board member carrying out the will of those who elected him or her. A board member can still be removed "for cause." While this makes removal of a director more complicated, it also prevents other board members from exerting undue and unfair threats and influence upon other Board members. A Board member can still be removed for cause by a vote of 55% of the Voting Members.

